

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 19-34054 (SGJ)

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 1100 COMMERCE ST # 1452, DALLAS, TX 75242 BEFORE CLOSE OF BUSINESS ON DECEMBER 30, 2019, WHICH IS AT LEAST 24 DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

**APPLICATION PURSUANT TO FED. R. BANKR. P. 2014(a) FOR ORDER  
UNDER SECTION 1103 OF THE BANKRUPTCY CODE AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF FTI CONSULTING, INC.  
AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS NUNC PRO TUNC TO NOVEMBER 6, 2019**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor and debtor in possession (the “Debtor”) hereby moves the Court for entry of an order under sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014

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<sup>1</sup> The Debtor’s last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”) authorizing the employment and retention of the consulting firm of FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), as financial advisor to the Committee. In support of this application (the “Application”), the Committee respectfully states as follows:

### **Jurisdiction and Venue**

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328(a) and 1103 of the Bankruptcy Code. This Application is a core proceeding pursuant to 28 U.S.C. 157.

### **Background**

2. On October 16, 2019 (the “Petition Date”), the Debtor filed its voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtor is continuing to operate its businesses and manage its properties and assets as debtor in possession.

3. On October 29, 2019 the Office of the United States Trustee held a meeting to appoint the Committee pursuant to section 1102 of the Bankruptcy Code (the “Formation Meeting”). At the Formation Meeting, the Committee selected Sidley Austin LLP as its counsel, on November 6, 2019, the Committee selected FTI Consulting, Inc. as its financial advisor. The Committee consists of the following four members:

(a) Redeemer Committee of Highland Crusader Fund;

(b) Meta-e Discovery;

(c) UBS Securities LLC and UBS AG London Branch; and

(d) Acis Capital Management, L.P. and Acis Capital Management GP, LLP.

### **Relief Requested**

4. By this Application, the Committee seeks to employ and retain FTI pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to perform financial advisory services for the Committee in this chapter 11 case, *nunc pro tunc* to November 6, 2019.

5. The Committee is familiar with the professional standing and reputation of FTI. The Committee understands and recognizes that FTI has a wealth of experience in providing financial advisory services in restructurings and reorganizations and enjoys an excellent reputation for services it has rendered in chapter 11 cases on behalf of debtors and creditors throughout the United States.

6. The services of FTI are deemed necessary to enable the Committee to assess and monitor the efforts of the Debtor and its professional advisors to maximize the value of its estate and to reorganize successfully. Further, FTI is well qualified and able to represent the Committee in a cost-effective, efficient and timely manner.

### **Scope of Services**

7. FTI will provide such financial advisory services to the Committee and its legal advisors as they deem appropriate and feasible in order to advise the Committee in the course of this chapter 11 case, including but not limited to the following:

- Assistance in the review of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;
- Assistance in the preparation of analyses required to assess any proposed Debtor-In-

Possession (“DIP”) financing or use of cash collateral;

- Assistance with the assessment and monitoring of the Debtor’s short term cash flow, liquidity, and operating results;
- Assistance in the assessment and monitoring of activities with affiliates and related financial controls thereon;
- Assistance with the review of any proposed key employee retention and/or other employee benefit programs;
- Assistance with the review of the Debtor’s analysis of core business assets and the potential disposition or liquidation of non-core assets;
- Assistance with the review of the Debtor’s cost/benefit analysis with respect to the affirmation or rejection of various executory contracts and leases;
- Assistance with the review of the Debtor’s identification of potential cost savings, including overhead and operating expense reductions and efficiency improvements;
- Assistance in the review and monitoring of any potential asset sale process, including, but not limited to an assessment of the adequacy of the marketing process, completeness of any buyer lists, review and quantifications of any bids;
- Assistance with review of any tax issues associated with, but not limited to, claims/stock trading, preservation of net operating losses, refunds due to the Debtor, plans of reorganization, and asset sales;
- Assistance in the review of the claims reconciliation and estimation process;
- Assistance in the review of other financial information prepared by the Debtor, including, but not limited to, cash flow projections and budgets, business plans, cash receipts and disbursement analysis, asset and liability analysis, and the economic analysis of proposed transactions for which Court approval is sought;
- Attendance at meetings and assistance in discussions with the Debtor, potential investors, banks, other secured lenders, the Committee and any other official committees organized in these chapter 11 proceedings, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Assistance in the review and/or preparation of information and analysis necessary for the confirmation of a plan and related disclosure statement in this chapter 11 proceeding;

- Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- Assistance in the prosecution of Committee responses/objections to the Debtor's motions, including attendance at depositions and provision of expert reports/testimony on case issues as required by the Committee; and
- Render such other general business consulting or such other assistance as the Committee or its counsel may deem necessary that are consistent with the role of a financial advisor and not duplicative of services provided by other professionals in this proceeding.

#### **FTI's Eligibility for Employment**

8. FTI has informed the Committee that, except as may be set forth in the Declaration of Conor P. Tully (the "Tully Declaration"), it does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code. To the best of the Committee's knowledge and based upon the Tully Declaration, (a) FTI's connections with the Debtor, creditors, any other party in interest, or their respective attorneys are disclosed on Exhibit B to the Tully Declaration; and (b) the FTI professionals working on this matter are not relatives of the United States Trustee or of any known employee in the office thereof, or any United States Bankruptcy Judge of the Northern District of Texas. FTI has not provided, and will not provide any professional services to the Debtor, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to this chapter 11 case.

9. FTI will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts or relationships are discovered, FTI will supplement its disclosure to the Court.

10. FTI has agreed not to share with any person or firm the compensation to be paid for professional services rendered in connection with this case.

**Terms of Retention**

11. FTI is not owed any amounts with respect to pre-petition fees and expenses.

12. The Committee understands that FTI intends to apply to the Court for allowances of compensation and reimbursement of expenses for its financial advisory services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, corresponding local rules, orders of this Court and guidelines established by the United States Trustee.

13. FTI seeks to be compensated on an hourly fee basis, plus reimbursement of actual and necessary expenses incurred by FTI. Actual and necessary expenses would include any reasonable legal fees incurred by FTI related to FTI's retention and defense of fee applications in this case, subject to Court approval.

14. The customary hourly rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to this case are as follows:

	<u>Per Hour (USD)</u>
Senior Managing Directors	\$885 - 1,195
Directors / Senior Directors / Managing Directors	670 - 880
Consultants/Senior Consultants	355 - 640
Administrative / Paraprofessionals	145 - 275

FTI understands that interim and final fee awards are subject to approval by this Court.

**Indemnification**

15. In addition to the foregoing, and as a material part of the consideration for the agreement of FTI to furnish services to the Committee pursuant to the terms of this Application, FTI believes that the following indemnification terms are customary and reasonable for financial advisors in chapter 11 cases:

- a. subject to the provisions of subparagraphs (b) and (c) below and approval of the Court, the Debtor is authorized to indemnify, and shall indemnify, FTI for any

claims arising from, related to, or in connection with FTI's engagement under this Application, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and

- b. the Debtor shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to In re United Artists Theatre company, et al., 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtor may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtor's obligation to indemnify FTI.

The Committee believes that indemnification is customary and reasonable for financial advisors in chapter 11 proceedings. See In re Joan & David Halpern, Inc., 248 B.R. 43 (Bankr. S.D.N.Y. 2000).

#### **No Prior Request**

- 16. No prior Application for the relief requested herein has been made to this or any other Court.

#### **Notice**

- 17. Notice of this Application has been given to (i) the Debtor, (ii) the United States

Trustee and (iii) the Office of the United States Attorney for the Northern District of Texas; (iii) the Debtor's principal secured parties; and (iv) parties requesting notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee submits that no further notice is required.



WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto, authorizing the Committee to employ and retain FTI as financial advisors for the Committee for the purposes set forth above, nunc pro tunc to November 6, 2019 and grant such further relief as is just and proper.

Dated: December 6, 2019  
Chicago, Illinois

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF HIGHLAND CAPITAL  
MANAGEMENT, L.P.

By: Redeemer Committee of the Highland Crusader  
Fund, in its capacity as Chairperson of the Committee

By: Eric A. Felton

Name: Eric A. Felton

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>HIGHLAND CAPITAL MANAGEMENT, L.P.,<sup>1</sup></b>	)	<b>Case No. 19-34054_ (SGJ)</b>
	)	
<b>Debtor.</b>	)	

**ORDER AUTHORIZING RETENTION OF  
FTI CONSULTING, INC. AS FINANCIAL ADVISOR  
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor and debtor in possession (the “Debtor”), for an order pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), authorizing them to retain FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”) as financial advisor; and upon the Declaration of Conor P. Tully in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI is not representing any

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<sup>1</sup> The Debtor’s last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

adverse interest in connection with this case; and it appearing that the relief requested in the Application is in the best interest of the Committee; after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application be, and it hereby is, granted; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that in accordance with section 1103 of the Bankruptcy Code, the Committee is authorized to employ and retain FTI as of November 6, 2019 as their financial advisor on the terms set forth in the Application; and it is further

ORDERED that FTI shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that, FTI is entitled to reimbursement of actual and necessary expenses, including legal fees related to its retention application and future fee applications as approved by the Court; and it is further

ORDERED that the following indemnification provisions are approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtor is authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with the services to be provided by FTI as specified in the Application, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any other services

other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and

- b. the Debtor shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtor may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees

and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtor's obligation to indemnify FTI; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

### End of Order ###

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>In re:</b>	)	
	)	
<b>HIGHLAND CAPITAL MANAGEMENT, L.P.,</b>	)	<b>Chapter 11</b>
	)	
	)	<b>Case No. 19-34054 (SGJ)</b>
	)	
Debtor.	)	

**DECLARATION IN SUPPORT OF THE APPLICATION  
FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF  
FTI CONSULTING, INC. AS FINANCIAL ADVISOR  
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to 28 U.S.C. Section 1746, Conor P. Tully declares as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), an international consulting firm. I submit this Declaration on behalf of FTI (the “Declaration”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Highland Capital Management, L.P., the debtor and debtor-in-possession in the above-captioned chapter 11 case (the “Debtor”), for an order authorizing the employment and retention of FTI as financial advisor under the terms and conditions set forth in the Application. Except as otherwise noted<sup>3</sup>, I have personal knowledge of the matters set forth herein.

**Disinterestedness and Eligibility**

2. In connection with the preparation of this Declaration, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or

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<sup>3</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on **Exhibit A** to this Declaration. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A listing of such relationships that FTI identified during this process is set forth on **Exhibit B** to this Declaration.

3. Based on the results of its review, except as otherwise discussed herein, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtor's case for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, litigation support, technology, strategic communications, and economic consulting services. To the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, nor does FTI's involvement in this case compromise its ability to continue such consulting services.

4. It is my understanding that FTI has performed certain services for the Debtor or parties related to this proceeding, as more fully described below.

- a. In November 2018, a professional employed by FTI was engaged to provide certain expert witness services on behalf of the Debtor, in connection with the Acis Capital Management, LP, Acis Capital Management GP, LLC, Case Nos. 18-30264-65 (N.D. Tex.) (the "Acis Debtors") bankruptcy Plan of Reorganization ("POR"). The Acis Debtors were previously affiliates of the Debtor and are currently a creditor of the Debtor and a Committee member. This engagement (the "Highland/Acis Engagement") involved providing an

expert witness rebuttal report and expert witness testimony in connection with the Debtor's objection to the Acis Debtors' POR. The Acis POR was confirmed on January 31, 2019. FTI billed \$138,543.75 in connection with this engagement and on November 30, 2018 collected \$100,000.00. The remaining balance of \$38,543.75 has been written off and FTI waived any right to receive payment of this outstanding balance. This matter is now closed. FTI agrees not to object to any validly issued subpoena served by the Debtor seeking the production of documents or testimony related to the expert witness rebuttal report and testimony provided in connection with the Highland/Acis Engagement.

- b. From 2014 to 2017 an affiliate of FTI (Compass Lexecon) performed work on behalf of the Debtor and certain of its affiliates in connection with an IRS dispute (the "Compass Lexecon Engagement"). FTI billed \$1,394,699.60 in connection with the Compass Lexecon Engagement, the most recent payment was \$44,607.96 received on December 5, 2018 and there is no outstanding unpaid balance owed in connection with this matter. The matter has been inactive since December 2017, however, FTI anticipates that additional work may be requested by Debtor and affiliates. Should that occur, an independent contractor will perform any required services directly to Debtor and Compass Lexecon employees' continuing role, if any, would be limited to providing support services to the independent contractor.



- c. FTI was engaged by Jenner & Block LLP on behalf of its client the Redeemer Committee of the Highland Crusader Fund (a creditor of the Debtor and Committee member) pursuant to a letter of engagement entered into in September 2016 in connection with a litigation styled Redeemer Committee of the Highland Crusader Fund v. Highland Capital Management, L.P., C.A. No. 12533-VCG pending in the Delaware Chancery Court (the “Redeemer Committee Engagement”). FTI was asked to provide a forensic accounting and expert testimony regarding the allegations against the Debtor, which involved calculations of economic damage that were presented in an arbitration in September 2018 between the Redeemer Committee and the Debtor. The underlying arbitration and this matter is now closed. Also, in relation to the Redeemer Committee Engagement, FTI’s trial graphics group was retained pursuant to a letter of engagement entered into July 2018, to provide trial support consulting, including graphics and trial technology consulting. This matter is also closed.
- d. FTI was engaged by Patrick Daugherty (a creditor of the Debtor) pursuant to an engagement letter entered into in July 2019 in connection with a litigation styled Patrick Daugherty v. Highland Capital Management, L.P., et al., No. 2017-0488-MTZ pending in the Delaware Chancery Court (the “Daugherty Engagement”). In that matter, Mr. Daugherty brought claims against the defendants relating to their management of a compensation program known as the Highland Employee Retention Assets, LLC (“HERA”). FTI was retained

to provide an expert valuation report and testimony regarding the valuation of HERA. As a result of the Debtor's bankruptcy, the underlying litigation has been stayed. FTI will not perform any post-petition work in connection with this matter.

- e. From March 2016 to October 2017, FTI worked on behalf of a group of lenders, such lender group included the Debtor and certain of its affiliates. This matter is now closed.

5. In order to maintain the confidentiality of the client information in connection with FTI's engagement on behalf of the Committee (the "FTI Committee Engagement"), FTI will protect the client information through the use of its Ethical Wall procedures. In conjunction with the foregoing, FTI has established and will maintain the following internal procedures: (i) each FTI professional on the FTI Committee Engagement ("FTI Committee Professionals"), the Highland/Acis Engagement ("FTI Highland/Acis Professionals"), the Compass Lexecon Engagement ("FTI Compass Lexecon Professionals"), the Redeemer Committee Engagement ("FTI Redeemer Committee Professionals"), and the Daugherty Engagement ("FTI Daugherty Professionals") shall acknowledge in writing that he or she may receive certain nonpublic information and that he or she is aware of the information wall in effect and will follow the information wall procedures therein; (ii) FTI Committee Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to Committee activities or Committee membership with FTI Highland/Acis Professionals, FTI Compass Lexecon, FTI Redeemer Committee Professionals, or FTI Daugherty Professionals and, FTI Highland/Acis Professionals, FTI Compass Lexecon Professionals, and FTI Redeemer Committee

Professionals and FTI Daugherty Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to their respective engagements, with FTI Committee Professionals, except that a good-faith communication of publicly available information shall not be presumed to be a breach of the obligations of FTI or any FTI professionals under such information wall procedures; (iii) FTI has setup electronic internal security walls to ensure that only FTI employees involved directly with or working on the FTI Committee Engagement may have access to the information, databases, e-mails, schedules or any other information relating to that engagement; (iv) FTI shall periodically monitor, consistent with its ordinary course compliance practice, communications through electronic means among FTI Committee Professionals and FTI Highland/Acis Professionals, FTI Compass Lexecon, FTI Redeemer Committee Professionals, and FTI Daugherty Professionals to ensure that such exchanges are performed in a manner consistent with the information wall procedures; (v) FTI shall immediately disclose to Committee counsel and the United States Trustee any material breaches of the procedures described herein. If FTI ceases to act as advisor to the Committee, it will continue to follow the procedures set forth above until a plan has been confirmed in the Debtor's chapter 11 case or the chapter 11 case has been converted or dismissed.

6. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtor's case. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in this proceeding.

7. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in this case in matters unrelated to the Debtor and this case. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests adverse to the estate, and none are in connection with this case.

8. FTI is not believed to be a “Creditor” with respect to fees and expenses of the Debtor within the meaning of section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtor’s stock.

9. As such, to the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

10. It is FTI’s policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) Supplemental Declaration.

### **Professional Compensation**

11. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and local rules, FTI will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTI, including legal fees related to its retention application and future fee applications as approved by the Court. FTI’s customary hourly rates as charged in

bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of FTI. These hourly rates are adjusted periodically.

12. According to FTI's books and records, during the ninety-day period prior to the Debtor's petition date, FTI performed no professional services or incurred any reimbursable expenses on behalf of the Debtor.

13. To the best of my knowledge, a) no commitments have been made or received by FTI with respect to compensation or payment in connection with this case other than in accordance with the provisions of the Bankruptcy Code, and b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with this chapter 11 case.

I declare under penalty of perjury that the foregoing is true and correct

Executed this 5<sup>th</sup> day of December 2019

  
Conor P. Tully  
Senior Managing Director

## **EXHIBIT A**

### **Listing of Parties-in-Interest Reviewed for Current and Recent Former Relationships**

#### **Debtors**

Highland Capital Management

#### **Affiliated Parties**

Acis CLO Management GP  
 Acis CLO Management Holdings  
 Acis CLO Management Intermediate Holdings I  
 Acis CLO Management Intermediate Holdings II  
 Acis CLO Management  
 Acis CMOA Trust  
 Advisors Equity Group  
 Argentina Funds  
 Asbury Holdings  
 Castle Bio Manager  
 De Kooning  
 Eagle Equity Advisors  
 Eames  
 Falcon E&P Opportunities Fund GP  
 Governance  
 Governance Re  
 Gunwale  
 HCF Funds  
 HCMS Falcon GP  
 HCRE Partners  
 HCREF-I Holding Corp.  
 HCREF-XI Holding Corp.  
 HCREF-XII Holding Corp.  
 HE Capital Fox Trails  
 HE Capital  
 HE Mezz Fox Trails  
 HE Peoria Place Property  
 HE Peoria Place  
 HFP CDO Construction Corp.  
 HFP GP  
 Highland Argentina Regional Opportunity Fund GP  
 Highland Brasil  
 Highland Capital Insurance Solutions GP  
 Highland Capital Insurance Solutions, GP  
 Highland Capital Management (Singapore)

Highland Capital Management Korea  
 Highland Capital Management Korea Limited  
 Highland Capital Management Korea Limited (Relying Advisor)  
 Highland Capital Management Services  
 Highland Capital Multi-Strategy Fund  
 Highland Capital of New York  
 Highland Capital Special Allocation  
 Highland CDO Holding Company  
 Highland CDO Opportunity Fund GP  
 Highland CDO Opportunity GP  
 Highland CLO Assets Holdings Limited  
 Highland CLO Holdings  
 Highland CLO Management,  
 Highland Crusader Fund  
 Highland Dynamic Income Fund GP  
 Highland Employee Retention Assets  
 Highland ERA Management  
 Highland Financial Corp.  
 Highland Financial Partners  
 Highland Fund Holdings  
 Highland HCF Advisor (Relying Advisor)  
 Highland HCF Advisors  
 Highland Latin America Consulting  
 Highland Latin America GP  
 Highland Latin America LP  
 Highland Latin America Trust  
 Highland Multi Strategy Credit Fund GP  
 Highland Multi Strategy Credit Fund  
 Highland Multi Strategy Credit GP  
 Highland Multi-Strategy Fund GP  
 Highland Multi-Strategy Master Fund  
 Highland Multi-Strategy Onshore Master SubFund II  
 Highland Multi-Strategy Onshore Master Subfund  
 Highland Receivables Finance I  
 Highland Restoration Capital Partners GP  
 Highland Select Equity GP  
 Highland Select Equity Master Fund

Highland Special Opportunities Holding  
Company  
Highland SunBridge GP  
Hirst  
Hockney  
Lautner  
Maple Avenue Holdings  
Neutra  
NexAnnuity Holdings  
NexBank Capital  
NexBank Securities  
NexBank SSB  
NexBank Wealth Advisors  
NexPoint Advisors GP  
NexPoint Capital  
NexPoint Funds  
NexPoint Insurance Distributors  
NexPoint Insurance Solutions GP  
NexPoint Insurance Solutions  
NexPoint Real Estate Advisors GP  
NexPoint Securities  
NHT Holdco  
NREA SE MF Holdings  
NREA SE MF Investment Co  
NREA SE Multifamily  
NREA SE1 Andros Isles Leaseco  
NREA SE1 Andros Isles Manager  
NREA SE1 Arborwalk Leaseco  
NREA SE1 Arborwalk Manager  
NREA SE1 Towne Crossing Leaseco  
NREA SE1 Towne Crossing Manager  
NREA SE1 Walker Ranch Leaseco  
NREA SE1 Walker Ranch Manager  
NREA SE2 Hidden Lake Leaseco  
NREA SE2 Hidden Lake Manager  
NREA SE2 Vista Ridge Leaseco  
NREA SE2 Vista Ridge Manager  
NREA SE2 West Place Leaseco  
NREA SE2 West Place Manager  
NREA SE3 Arboleda Leaseco  
NREA SE3 Arboleda Manager  
NREA SE3 Fairways Leaseco  
NREA SE3 Fairways Manager  
NREA SE3 Grand Oasis Leaseco  
NREA SE3 Grand Oasis Manager  
NREA Southeast Portfolio One Manager  
NREA Southeast Portfolio Three Manager  
NREA Southeast Portfolio Two Manager

Oldenburg  
Penant Management LP  
Pershing  
PetroCap Incentive Partners III  
Pollack  
SE Battleground Park  
SE Glenview  
SE Governors Green II  
SE Gulfstream Isles GP  
SE Gulfstream Isles LP  
SE Heights at Olde Towne  
SE Lakes at Renaissance Park GP I  
SE Lakes at Renaissance Park GP II  
SE Lakes at Renaissance Park  
SE Multifamily Holdings  
SE Multifamily REIT Holdings  
SE Myrtles at Olde Towne  
SE Quail Landing  
SE River Walk  
SE SM, Inc.  
SE Stoney Ridge II  
SE Victoria Park  
SH Castle BioSciences  
Spiritus Life  
Starck  
Stonebridge PEF  
Strand Advisors XVL  
The Dondero Insurance Rabbi Trust  
The Ohio State Life Insurance Company  
The Okada Insurance Rabbi Trust  
Thread 55  
Tihany  
Tricor Business Outsourcing  
US Gaming SPV  
US Gaming  
Warhol  
Wright

**Other Parties**

Atlas IDF  
Baylor University  
Concord Management  
Falcon E&P Opportunities Fund  
Fix Asset Management  
FRM Investment Management  
Grosvenor Capital Management  
HCMS Falcon  
Highland Capital Insurance Solutions

Highland Capital Management Fund Advisors  
Highland Capital Management Latin America  
Highland Select Equity Fund  
Highland Select Equity Fund GP  
NexPoint Advisors  
NexPoint Advisors GP  
Rand PE Fund I  
United States Army Air Force Exchange  
Services

**Taxing and Other Significant Governmental  
Authorities**

California Franchise Tax Board  
Internal Revenue Service  
Los Angeles County Tax Collector  
Delaware Division of Revenue

**Banks and Secured Parties**

BBVA  
Frontier State Bank  
Hunter Mountain Investment Trust  
Jeffries, LLC Prime Brokerage Services  
KeyBank National Association  
Mark K. Okada  
Strand Advisors  
The Dugaboy Investment Trust  
The Mark and Pamela Okada Family Trust –  
Exempt Trust #1

**United States Bankruptcy Judges in the  
Northern District of Texas**

Barbara J. Houser  
Robert L. Jones  
Harlin D. Hale  
Stacey G. C. Jernigan  
Mark X. Mullin  
Edward L. Morris

**United States Trustee for the Northern  
District of Texas (and Key Staff Members)**

William T. Neary  
Lisa L. Lambert  
Nathalie Brumfield-Brown  
Kara Croop  
Ruby Curry  
Christi C. Flanagan  
C. Marie Goodier

Meredyth Kippes  
Marina J. Lopez  
LaSharion F. McClellan  
Stephen McKitt  
Sandra F. Nixon  
Felicia P. Palos  
Bradley D. Perdue  
Nancy S. Resnick  
Kendra M. Rust  
Erin Schmidt  
Joseph W. Speranza  
Cheryl H. Wilcoxson  
Cindy Worthington  
Elizabeth Young

**Official Creditors' Committee Members**

Redeemer Committee of the Highland Crusader  
Fund  
Meta-e-Discovery  
UBS Securities  
UBS AG London Branch  
Acis Capital Management  
Acis Capital Management GP

**Official Creditors' Committee Members'  
Attorneys**

Blank Rome  
Jenner & Block  
Latham Watkins  
Morris, Nichols, Arsht & Tunnel  
Morrison Cohen  
Richards Layton & Finger  
Rogge Dunn Group  
Winstead

**Official Creditors' Committee Attorneys**

Sidley Austin  
Young Conaway Stargatt & Taylor

**Top Unsecured Creditors**

American Arbitration Association  
Andrews Kurth  
Bates White  
Boies, Schiller & Flexner  
CLO Holdco  
Connolly Gallagher



Debevoise & Plimpton  
DLA Piper (US)  
Duff & Phelps  
Foley Gardere  
Joshua & Jennifer Terry  
Lackey Hershman  
McKool Smith  
Meta-e Discovery  
NWCC  
Patrick Daugherty  
Reid Collins & Tsai

**Debtor's Ordinary Course Professionals**

Anderson Mori & Tomotsune  
ASW Law  
Bell Nunnally  
Carey Olsen  
Culhane Meadows PLLC  
Deloitte  
Kim & Chang  
Maples (Cayman)  
PricewaterhouseCoopers  
Rowlett Hill Collins  
Willkie Farr & Gallagher  
Wilmer Hale

**Parties Who have Filed Notices of Appearance**

Allen ISD  
Alvarez & Marshal CF Management  
BET Investments, II  
Coleman County TAD  
Dallas County  
Fannin CAD  
Grayson County  
Hunter Mountain Trust  
Integrated Financial Associates  
Irving ISD  
Kaufman County  
Patrick Daugherty  
Pension Benefit Guaranty Corporation  
Rockwall CAD  
Tarrant County  
Upshur County  
Aberdeen Loan Funding  
ACIS CLO 2017-7  
ACIS Funding  
ACIS Funding GP

Ashby & Geddes  
Brentwood Investors Corp.  
Bristol Bay Funding  
Cabi Holdco I  
California Public Employees  
Carlyon Cica Chtd.  
Chipman Brown Cicero & Cole  
CLO Entities  
Crescent TC Investors  
Cross & Simon  
Dentons US  
Eastland CLO  
Grayson CLO  
HCSLR Camelback Investors (Cayman)  
Highland CLO 2018-1  
Highland Credit Opportunities CDO  
Highland Legacy Limited  
Highland Legacy Limited Highland Park CDO I  
Highland Park CDO I  
Highlander Equity Holdings III  
Intertrust Entities  
Intertrust SPV (Cayman)  
Jackson Walker  
Jasper CLO  
Kurtzman Steady  
Liberty Cayman Holdings  
Liberty CLO  
MaplesFS  
Nixon Peabody  
Pam Capital Funding GP Co.  
Pam Capital Funding LP  
Pam Capital Funding LP Co.  
PamCo Cayman  
Red River CLO  
Rockwall Investors Corp.  
Schulte Roth & Zabel  
Southfork Cayman Holdings  
Sullivan Hazeltine Allinson  
Valhalla CLO  
Wake LV Holdings  
Wake LV Holdings II  
Walter Holdco I  
Westchester CLO

**Directors and Officers**

James Dondero  
Brad Ross  
Terry Jones

Frank Waterhouse  
 Nathan Burns  
 Jonathan Lamensdorf  
 Laurie Whetstone  
 Ted Dameris  
 Paul Adkins  
 Trey Parker  
 Clifford Stoops  
 Thomas Surgent  
 Mark Mark  
 Joseph Sowin  
 Scott Ellington  
 Kieran Brennan  
 Jun Park  
 Michael Hurley  
 Michael McLochlin  
 Jon Pglitsch  
 Jacquelyn Graham  
 Hunter Covitz

**Active Entities**

11 Estates Lane  
 1110 Waters  
 140 Albany  
 1525 Dragon  
 17720 Dickerson  
 1905 Wylie  
 2006 Milam East Partners  
 2006 Milam East Partners GP  
 201 Tarrant Partners  
 2014 Corpus Weber Road  
 2325 Stemmons HoldCo  
 2325 Stemmons Hotel Partners  
 2325 Stemmons TRS  
 300 Lamar  
 3409 Rosedale  
 3801 Maplewood  
 3801 Shenandoah  
 3820 Goar Park  
 400 Seaman  
 401 Ame  
 4201 Locust  
 4312 Belclaire  
 5833 Woodland  
 5906 DeLoache  
 5950 DeLoache  
 7758 Ronnie  
 7759 Ronnie

AA Shotguns  
 Aberdeen Loan Funding  
 Acis CLO 2017-7  
 Acis CLO Management  
 Acis CLO Opportunity Funds  
 Acis CLO Trust  
 Acis CMOA Trust  
 Acis Loan Funding  
 Advisors Equity Group  
 Allenby  
 Allisonville RE Holdings  
 AM Uptown Hotel  
 Apex Care  
 Asbury Holdings  
 Ascendant Advisors  
 Atlas IDF  
 Atlas Oak Mill I Holdings  
 BB Votorantim Highland Infrastructure  
 BDC Toys Holdco  
 BH Willowdale Manager  
 Big Spring Partners  
 Bloomdale  
 Brentwood CLO  
 Brentwood Investors Corp.  
 Bristol Bay Funding  
 C-1 Arbors  
 C-1 Cutter's Point  
 C-1 Eaglecrest  
 C-1 Silverbrook  
 Cabi Holdco  
 Cabi Holdco GP  
 Cabi Holdco I  
 Camelback Residential Investors  
 Camelback Residential Partners  
 Capital Real Estate - Latitude  
 Castle Bio  
 Castle Bio Manager  
 CG Works  
 Claymore Holdings  
 Common Grace Ventures  
 Corbusier  
 CP Equity Hotel Owner  
 CP Equity Land Owner  
 CP Equity Owner  
 CP Hotel TRS  
 CP Land Owner  
 CP Tower Owner  
 Crossings 2017

Dallas Cityplace MF SPE Owner  
 Dallas Lease and Finance  
 De Kooning  
 Dolomiti  
 DrugCrafters  
 Dugaboy Management  
 Dugaboy Project Management GP  
 Eagle Equity Advisors  
 Eames  
 Eastland CLO  
 Eastland Investors Corp.  
 EDS Legacy Heliport  
 EDS Legacy Partners  
 EDS Legacy Partners Owner  
 Entegra Strat Superholdco  
 Entegra-FRO Holdco  
 Entegra-FRO Superholdco  
 Entegra-HOCF Holdco  
 Entegra-NHF Holdco  
 Entegra-NHF Superholdco  
 Entegra-RCP Holdco  
 Estates on Maryland  
 Estates on Maryland Holdco  
 Estates on Maryland Owners  
 Estates on Maryland Owners SM  
 Falcon E&P Four Holdings  
 Falcon E&P One  
 Falcon E&P Opportunities Fund  
 Falcon E&P Opportunities GP  
 Falcon E&P Royalty Holdings  
 Falcon E&P Six  
 Falcon E&P Two  
 Falcon Four Midstream  
 Falcon Four Upstream  
 Falcon Incentive Partners  
 Falcon Incentive Partners GP  
 Falcon Six Midstream  
 Flamingo Vegas Holdco  
 Four Rivers Co-Invest  
 FRBH Abbingdon  
 FRBH Abbingdon SM  
 FRBH Arbors  
 FRBH Beechwood  
 FRBH Beechwood SM  
 FRBH C1 Residential  
 FRBH Courtney Cove  
 FRBH Courtney Cove SM  
 FRBH CP

FRBH Duck Creek  
 FRBH Eaglecrest  
 FRBH Edgewater JV  
 FRBH Edgewater Owner  
 FRBH Edgewater SM  
 FRBH JAX-TPA  
 FRBH Nashville Residential  
 FRBH Regatta Bay  
 FRBH Sabal Park  
 FRBH Sabal Park SM  
 FRBH Silverbrook  
 FRBH Timberglenn  
 FRBH Willow Grove  
 FRBH Willow Grove SM  
 FRBH Woodbridge  
 FRBH Woodbridge SM  
 Freedom C1 Residential  
 Freedom Duck Creek  
 Freedom Edgewater  
 Freedom JAX-TPA Residential  
 Freedom La Mirage  
 Freedom LHV  
 Freedom Lubbock  
 Freedom Miramar Apartments  
 Freedom Nashville Residential  
 Freedom REIT  
 Freedom Sandstone  
 Freedom Willowdale  
 Fundo de Investimento em Direitos Creditórios  
 BB Votorantim Highland Infraestrutura  
 G&E Apartment REIT The Heights at Olde  
 Towne  
 G&E Apartment REIT The Myrtles at Olde  
 Towne  
 GAF REIT  
 GAF Toys Holdco  
 Gardens of Denton II  
 Gardens of Denton III  
 Gleneagles CLO  
 Governance  
 Governance Re  
 Grayson CLO  
 Grayson Investors Corp.  
 Greenbriar CLO  
 Gunwale  
 Hakusan  
 Hammark Holdings  
 Hampton Ridge Partners

Harko  
Haverhill Acquisition Co.  
Haygood  
HBI Consultoria Empresarial  
HCBH 11611 Ferguson  
HCBH Buffalo Pointe  
HCBH Buffalo Pointe II  
HCBH Buffalo Pointe III  
HCBH Hampton Woods  
HCBH Hampton Woods SM  
HCBH Overlook  
HCBH Overlook SM  
HCBH Rent Investors  
HCMS Falcon  
HCMS Falcon GP  
HCO Holdings  
HCOF Preferred Holdings  
HCRE 1775 James Ave  
HCRE Addison  
HCRE Addison TRS  
HCRE Hotel Partner  
HCRE HWS Partner  
HCRE Las Colinas  
HCRE Las Colinas TRS  
HCRE Partners  
HCRE Plano  
HCRE Plano TRS  
HCRE-I Holding Corp.  
HCRE-II Holding Corp.  
HCRE-III Holding Corp.  
HCRE-IV Holding Corp.  
HCRE-IX Holding  
HCRE-V Holding  
HCRE-VI Holding  
HCRE-VII Holding  
HCRE-VIII Holding  
HCRE-XI Holding  
HCRE-XII Holding  
HCRE-XIII Holding  
HCRE-XIV Holding  
HCRE-XV Holding  
HCSLR Camelback  
HCSLR Camelback Investors  
HCSLR Camelback Investors (Cayman)  
HE 41  
HE Capital  
HE Capital 232 Phase I  
HE Capital 232 Phase I Property

HE Capital Asante  
HE Capital Fox Trails  
HE Capital KR  
HE CLO Holdco  
HE Mezz Fox Trails  
HE Mezz KR  
HE Peoria Place  
HE Peoria Place Property  
Heron Pointe Investors  
HFP Asset Funding II  
HFP Asset Funding III  
HFP CDO Construction Corp.  
HFP GP  
HFRO Sub  
Hibiscus HoldCo  
Highland - First Foundation Income Fund  
Highland 401(k) Plan  
Highland Argentina Regional Opportunity Fund  
Highland Argentina Regional Opportunity Fund GP  
Highland Argentina Regional Opportunity Master Fund  
Highland Brasil  
Highland Brasilinvest Gestora de Recursos  
Highland Capital Brasil Gestora de Recursos  
Highland Capital Funds Distributor  
Highland Capital Insurance Solutions  
Highland Capital Insurance Solutions GP  
Highland Capital Loan Fund  
Highland Capital Loan GP  
Highland Capital Management  
Highland Capital Management  
Highland Capital Management (Singapore)  
Highland Capital Management Charitable Fund  
Highland Capital Management Fund Advisors  
Highland Capital Management Korea Limited  
Highland Capital Management Latin America  
Highland Capital Management Multi-Strategy Insurance Dedicated Fund  
Highland Capital Management Retirement Plan and Trust  
Highland Capital Management Services  
Highland Capital Multi-Strategy Fund  
Highland Capital of New York  
Highland Capital Realty Trust  
Highland Capital Special Allocation  
Highland CDO Holding Company  
Highland CDO Opportunity Fund

Highland CDO Opportunity Fund GP  
 Highland CDO Opportunity GP  
 Highland CDO Opportunity Master Fund  
 Highland CDO Trust  
 Highland CLO 2018-1  
 Highland CLO Assets Holdings Limited  
 Highland CLO Funding  
 Highland CLO Gaming Holdings  
 Highland CLO Holdings  
 Highland CLO Management  
 Highland CLO Trust  
 Highland Credit Opportunities CDO  
 Highland Credit Opportunities CDO  
 Highland Credit Opportunities CDO Asset Holdings  
 Highland Credit Opportunities CDO Asset Holdings GP  
 Highland Credit Opportunities CDO Financing  
 Highland Credit Opportunities CDO GP  
 Highland Credit Opportunities Fund  
 Highland Credit Opportunities Holding Corporation  
 Highland Credit Opportunities Japanese Feeder Sub-Trust  
 Highland Credit Strategies Fund  
 Highland Credit Strategies Holding Corporation  
 Highland Credit Strategies Master Fund  
 Highland Dynamic Income Fund  
 Highland Dynamic Income Fund GP  
 Highland Dynamic Income Master Fund  
 Highland Employee Retention Assets  
 Highland Energy and Materials Fund  
 Highland Energy Holdings  
 Highland Energy MLP Fund  
 Highland ERA Management  
 Highland eSports Private Equity Fund  
 Highland Financial Corp.  
 Highland Financial Partners  
 Highland Fixed Income Fund  
 Highland Flexible Income UCITS Fund  
 Highland Floating Rate Fund  
 Highland Floating Rate Opportunities Fund  
 Highland Fund Holdings  
 Highland Funds I  
 Highland Funds II  
 Highland Funds III  
 Highland GAF Chemical Holdings  
 Highland General Partner, LP

Highland Global Allocation Fund  
 Highland Global Allocation Fund II  
 Highland GP Holdings  
 Highland HCF Advisor  
 Highland Healthcare Equity Income and Growth Fund  
 Highland iBoxx Senior Loan ETF  
 Highland Income Fund  
 Highland Latin America Consulting  
 Highland Latin America GP  
 Highland Latin America LP  
 Highland Latin America Trust  
 Highland Legacy Limited  
 Highland LF Chemical Holdings  
 Highland Loan Fund  
 Highland Loan Funding V  
 Highland Loan Master Fund  
 Highland Long/Short Equity Fund  
 Highland Long/Short Healthcare Fund  
 Highland Marcal Holding  
 Highland Merger Arbitrage Fund  
 Highland Multi Strategy Credit Fund  
 Highland Multi Strategy Credit Fund GP  
 Highland Multi Strategy Credit GP  
 Highland Multifamily Credit Fund  
 Highland Multi-Strategy Fund GP  
 Highland Multi-Strategy IDF GP  
 Highland Multi-Strategy Master Fund  
 Highland Multi-Strategy Onshore Master Subfund  
 Highland Multi-Strategy Onshore Master SubFund II  
 Highland Opportunistic Credit Fund  
 Highland Park CDO 1  
 Highland Premier Growth Equity Fund  
 Highland Premium Energy & Materials Fund  
 Highland Prometheus Feeder Fund I  
 Highland Prometheus Feeder Fund II  
 Highland Prometheus Master Fund  
 Highland RCP Fund II  
 Highland RCP II GP  
 Highland RCP II SLP  
 Highland RCP II SLP GP  
 Highland RCP Parallel Fund II  
 Highland Real Estate Capital  
 Highland Receivables Finance I  
 Highland Restoration Capital Partners  
 Highland Restoration Capital Partners GP

Highland Restoration Capital Partners Master  
 Highland Restoration Capital Partners Offshore  
 Highland Select Equity Fund  
 Highland Select Equity Fund GP  
 Highland Select Equity GP  
 Highland Select Equity Master Fund  
 Highland Small-Cap Equity Fund  
 Highland Socially Responsible Equity Fund  
 Highland Special Opportunities Holding  
 Company  
 Highland SunBridge GP  
 Highland Tax-Exempt Fund  
 Highland TCI Holding Company  
 Highland Total Return Fund  
 Highland's Roads Land Holding Company  
 Hirst  
 HMCf PB Investors  
 Hockney  
 HRT North Atlanta  
 HRT Timber Creek  
 HRTBH North Atlanta  
 HRTBH Timber Creek  
 Huber Funding  
 HWS Addison  
 HWS Investors Holdco  
 HWS Las Colinas  
 HWS Plano  
 Jasper CLO  
 Jewelry Ventures I  
 JMIJM  
 Karisopolis  
 Keelhaul  
 Kuilima Montalban Holdings  
 Kuilima Resort Holdco  
 Lakes at Renaissance Park Apartments Investors  
 Lakeside Lane  
 Landmark Battleground Park II  
 LAT Battleground Park  
 LAT Briley Parkway  
 Lautner  
 Leawood RE Holdings  
 Liberty Cayman Holdings  
 Liberty CLO  
 Long Short Equity Sub  
 Longhorn Credit Funding  
 Maple Avenue Holdings  
 Marcal Paper Mills Holding Company

Mark and Pamela Okada Family Trust - Exempt  
 Descendants' Trust  
 Mark and Pamela Okada Family Trust - Exempt  
 Trust #2  
 Markham Fine Jewelers  
 Meritage Residential Partners  
 ML CLO XIX Sterling (Cayman)  
 NCI Assets Holding Company  
 Neutra  
 New Jersey Tissue Company Holdco  
 NexAnnuity Holdings  
 NexBank Capital  
 NexBank Capital Trust I  
 NexBank Land Advisors  
 NexBank Securities  
 NexBank SSB  
 NexBank Title  
 NexPoint Advisors  
 NexPoint Advisors GP  
 NexPoint Capital  
 NexPoint Capital  
 NexPoint Capital REIT  
 NexPoint CR F/H DST  
 NexPoint Credit Strategies Fund  
 NexPoint Discount Strategies Fund  
 NexPoint Discount Yield Fund  
 NexPoint Distressed Strategies Fund  
 NexPoint Energy and Materials Opportunities  
 Fund  
 NexPoint Energy Opportunities Fund  
 NexPoint Event-Driven Fund  
 NexPoint Flamingo DST  
 NexPoint Flamingo Investment Co  
 NexPoint Flamingo Leaseco  
 NexPoint Flamingo Manager  
 NexPoint Healthcare Opportunities Fund  
 NexPoint Hospitality  
 NexPoint Hospitality Trust  
 NexPoint Insurance Distributors  
 NexPoint Insurance Solutions  
 NexPoint Insurance Solutions GP  
 NexPoint Latin American Opportunities Fund  
 NexPoint Legacy 22  
 NexPoint Lincoln Porte  
 NexPoint Lincoln Porte Equity  
 NexPoint Lincoln Porte Manager  
 NexPoint Merger Arbitrage Fund  
 NexPoint Multifamily Capital Trust

NexPoint Multifamily Operating Partnership	NHT 2325 Stemmons
NexPoint Multifamily Realty Trust	NHT Beaverton
NexPoint Opportunistic Credit Fund	NHT Beaverton TRS
NexPoint Peoria	NHT Bend
NexPoint RE Finance Advisor	NHT Bend TRS
NexPoint RE Finance Advisor GP	NHT Destin
NexPoint Real Estate Advisors	NHT Destin TRS
NexPoint Real Estate Advisors GP	NHT DFW Portfolio
NexPoint Real Estate Advisors II	NHT Holdco
NexPoint Real Estate Advisors III	NHT Holdings
NexPoint Real Estate Advisors IV	NHT Intermediary
NexPoint Real Estate Advisors V	NHT Nashville
NexPoint Real Estate Advisors VI	NHT Nashville TRS
NexPoint Real Estate Advisors VII	NHT Olympia
NexPoint Real Estate Advisors VII GP	NHT Olympia TRS
NexPoint Real Estate Advisors VIII	NHT Operating Partnership
NexPoint Real Estate Capital	NHT Operating Partnership GP
NexPoint Real Estate Finance	NHT Operating Partnership II
NexPoint Real Estate Finance OP GP	NHT Salem
NexPoint Real Estate Finance Operating Partnership	NHT SP
NexPoint Real Estate Opportunities	NHT SP Parent
NexPoint Real Estate Partners	NHT SP TRS
NexPoint Real Estate Strategies Fund	NHT Tigard
NexPoint Residential Trust Inc.	NHT Tigard TRS
NexPoint Residential Trust Operating Partnership	NHT TRS
NexPoint Residential Trust Operating Partnership GP	NHT Uptown
NexPoint Securities	NHT Vancouver
NexPoint Strategic Income Fund	NHT Vancouver TRS
NexPoint Strategic Opportunities Fund	NMRT TRS
NexPoint Texas Multifamily Portfolio DST	NREA Adair DST Manager
NexPoint WLIF	NREA Adair Investment Co
NexPoint WLIF I	NREA Adair Joint Venture
NexPoint WLIF I Borrower	NREA Adair Leaseco
NexPoint WLIF II	NREA Adair Leaseco Manager
NexPoint WLIF II Borrower	NREA Adair Property Manager
NexPoint WLIF III	NREA Adair, DST
NexPoint WLIF III Borrower	NREA Ashley Village Investors
NexPoint WLIF Manager	NREA Cameron Creek Investors
NexStrat	NREA Cityplace Hue Investors
NexVantage Title Services	NREA Crossings Investors
NexVest	NREA Crossings Ridgewood Coinvestment
NexWash	NREA Crossings Ridgewood Investors
NFRO REIT Sub	NREA DST Holdings
NFRO TRS	NREA El Camino Investors
NHF CCD	NREA Estates Inc.
	NREA Estates Investment Co
	NREA Estates Leaseco
	NREA Estates Manager

NREA Estates Property Manager  
 NREA Estates, DST  
 NREA Gardens DST Manager  
 NREA Gardens Investment Co  
 NREA Gardens Leaseco  
 NREA Gardens Leaseco Manager  
 NREA Gardens Property Manager  
 NREA Gardens Springing  
 NREA Gardens Springing Manager  
 NREA Gardens, DST  
 NREA Hidden Lake Investment Co  
 NREA Hotel TRS  
 NREA Hue Investors  
 NREA Keystone Investors  
 NREA Lincoln Porte  
 NREA Meritage Inc.  
 NREA Meritage Investment Co  
 NREA Meritage Leaseco  
 NREA Meritage Manager  
 NREA Meritage Property Manager  
 NREA Meritage, DST  
 NREA Oaks Investors  
 NREA Retreat Investment Co  
 NREA Retreat Leaseco  
 NREA Retreat Manager  
 NREA Retreat Property Manager  
 NREA Retreat, DST  
 NREA SE MF Holdings  
 NREA SE MF Investment Co  
 NREA SE Multifamily  
 NREA SE One Property Manager  
 NREA SE Three Property Manager  
 NREA SE Two Property Manager  
 NREA SE1 Andros Isles Leaseco  
 NREA SE1 Andros Isles Manager  
 NREA SE1 Andros Isles, DST  
 (Converted from DK Gateway Andros)  
 NREA SE1 Arborwalk Leaseco  
 NREA SE1 Arborwalk Manager  
 NREA SE1 Arborwalk, DST  
 (Converted from MAR Arborwalk)  
 NREA SE1 Towne Crossing Leaseco  
 NREA SE1 Towne Crossing Manager  
 NREA SE1 Towne Crossing, DST  
 (Converted from Apartment REIT Towne Crossing, LP)  
 NREA SE1 Walker Ranch Leaseco  
 NREA SE1 Walker Ranch Manager

NREA SE1 Walker Ranch, DST  
 (Converted from SOF Walker Ranch Owner)  
 NREA SE2 Hidden Lake Leaseco  
 NREA SE2 Hidden Lake Manager  
 NREA SE2 Hidden Lake, DST  
 (Converted from SOF Hidden Lake SA Owner)  
 NREA SE2 Vista Ridge Leaseco  
 NREA SE2 Vista Ridge Manager  
 NREA SE2 Vista Ridge, DST  
 (Converted from MAR Vista Ridge)  
 NREA SE2 West Place Leaseco  
 NREA SE2 West Place Manager  
 NREA SE2 West Place, DST  
 (Converted from Landmark at West Place)  
 NREA SE3 Arboleda Leaseco  
 NREA SE3 Arboleda Manager  
 NREA SE3 Arboleda, DST  
 (Converted from G&E Apartment REIT Arboleda)  
 NREA SE3 Fairways Leaseco  
 NREA SE3 Fairways Manager  
 NREA SE3 Fairways, DST  
 (Converted from MAR Fairways)  
 NREA SE3 Grand Oasis Leaseco  
 NREA SE3 Grand Oasis Manager  
 NREA SE3 Grand Oasis, DST  
 (Converted from Landmark at Grand Oasis, LP)  
 NREA Southeast Portfolio One Manager  
 NREA Southeast Portfolio One, DST  
 NREA Southeast Portfolio Three Manager  
 NREA Southeast Portfolio Three, DST  
 NREA Southeast Portfolio Two  
 NREA Southeast Portfolio Two Manager  
 NREA Southeast Portfolio Two, DST  
 NREA SOV Investors  
 NREA Uptown TRS  
 NREA VB I  
 NREA VB II  
 NREA VB III  
 NREA VB IV  
 NREA VB Pledgor I  
 NREA VB Pledgor II  
 NREA VB Pledgor III  
 NREA VB Pledgor IV  
 NREA VB Pledgor V  
 NREA VB Pledgor VI  
 NREA VB Pledgor VII  
 NREA VB SM



NREA VB V  
 NREA VB VI  
 NREA VB VII  
 NREA Vista Ridge Investment Co  
 NREC AR Investors  
 NREC Latitude Investors  
 NREC REIT Sub  
 NREC TRS  
 NREC WW Investors  
 NREF OP I  
 NREF OP I Holdco  
 NREF OP I SubHoldco  
 NREF OP II  
 NREF OP II Holdco  
 NREF OP II SubHoldco  
 NREF OP IV  
 NREF OP IV REIT Sub  
 NREF OP IV REIT Sub TRS  
 NREO NW Hospitality  
 NREO NW Hospitality Mezz  
 NREO Perilune  
 NREO SAFStor Investors  
 NREO TRS  
 NRESF REIT Sub  
 NXRT Abbington  
 NXRT Atera  
 NXRT Atera II  
 NXRT AZ2  
 NXRT Barrington Mill  
 NXRT Bayberry  
 NXRT Bella Solara  
 NXRT Bella Vista  
 NXRT Bloom  
 NXRT Brandywine  
 NXRT Brandywine GP I  
 NXRT Brandywine GP II  
 NXRT Brentwood  
 NXRT Brentwood Owner  
 NXRT Cedar Pointe  
 NXRT Cedar Pointe Tenant  
 NXRT Cityview  
 NXRT Cornerstone  
 NXRT Crestmont  
 NXRT Enclave  
 NXRT Glenview  
 NXRT H2 TRS  
 NXRT Heritage  
 NXRT Hollister

NXRT Hollister TRS  
 NXRT LAS 3  
 NXRT Master Tenant  
 NXRT Nashville Residential  
 NXRT North Dallas 3  
 NXRT Old Farm  
 NXRT Pembroke  
 NXRT Pembroke Owner  
 NXRT PHX 3  
 NXRT Radbourne Lake  
 NXRT Rockledge  
 NXRT Sabal Palms  
 NXRT SM  
 NXRT Steeplechase  
 NXRT Stone Creek  
 NXRT Summers Landing GP  
 NXRT Summers Landing LP  
 NXRT Torreyana  
 NXRT Vanderbilt  
 NXRT West Place  
 NXRTBH AZ2  
 NXRTBH Barrington Mill  
 NXRTBH Barrington Mill Owner  
 NXRTBH Barrington Mill SM  
 NXRTBH Bayberry  
 NXRTBH Cityview  
 NXRTBH Colonnade  
 NXRTBH Cornerstone  
 NXRTBH Cornerstone Owner  
 NXRTBH Cornerstone SM  
 NXRTBH Dana Point  
 NXRTBH Dana Point SM  
 NXRTBH Foothill  
 NXRTBH Foothill SM  
 NXRTBH Heatherstone  
 NXRTBH Heatherstone SM  
 NXRTBH Hollister  
 NXRTBH Hollister Tenant  
 NXRTBH Madera  
 NXRTBH Madera SM  
 NXRTBH McMillan  
 NXRTBH North Dallas 3  
 NXRTBH Old Farm  
 NXRTBH Old Farm II  
 NXRTBH Old Farm Tenant  
 NXRTBH Radbourne Lake  
 NXRTBH Rockledge  
 NXRTBH Sabal Palms

NXRTBH Steeplechase  
 NXRTBH Stone Creek  
 NXRTBH Vanderbilt  
 NXRTBH Versailles  
 NXRTBH Versailles SM  
 Oak Holdco  
 Okada Family Revocable Trust  
 Oldenburg  
 Pam Capital Funding  
 Pam Capital Funding GP Co.  
 PamCo Cayman  
 Park West 1700 Valley View Holdco  
 Park West 2021 Valley View Holdco  
 Park West Holdco  
 Park West Portfolio Holdco  
 PCMG Trading Partners XXIII  
 PDK Toys Holdco  
 Pear Ridge Partners  
 Penant Management GP  
 Penant Management LP  
 PensionDanmark  
 Pensionsforsikringsaktieselskab  
 PetroCap Incentive Partners II  
 PetroCap Incentive Partners III, LP  
 PetroCap Partners II  
 PetroCap Partners III  
 Pharmacy Ventures I  
 Pharmacy Ventures II  
 Pollack  
 Powderhorn  
 PWM1  
 PWM1 Holdings  
 Pyxis Capital  
 Pyxis Distributors  
 Ramarim  
 Rand Advisors Series I Insurance Fund  
 Rand Advisors Series II Insurance Fund  
 Rand PE Fund I  
 Red River CLO  
 Red River Investors Corp.  
 Riverview Partners SC  
 Rockwall CDO  
 Rockwall CDO II  
 Rockwall Investors Corp.  
 Rothko  
 RTT Hollister  
 RTT Rockledge  
 SCG Atlas Governors Green

SCG Atlas Governors Green Holdings  
 SCG Atlas Governors Green REIT  
 SCG Atlas Oak Mill I  
 SCG Atlas Oak Mill I REIT  
 SCG Atlas Oak Mill II  
 SCG Atlas Oak Mill II Holdings  
 SCG Atlas Oak Mill II REIT  
 SCG Atlas Stoney Ridge  
 SCG Atlas Stoney Ridge Holdings  
 SCG Atlas Stoney Ridge REIT  
 SE Battleground Park  
 SE Glenview  
 SE Governors Green  
 SE Governors Green Holdings  
 SE Governors Green I  
 SE Governors Green II  
 SE Governors Green REIT  
 SE Gulfstream Isles GP  
 SE Gulfstream Isles LP  
 SE Heights at Olde Towne  
 SE Lakes at Renaissance Park GP I  
 SE Lakes at Renaissance Park GP II  
 SE Lakes at Renaissance Park LP  
 SE Multifamily Holdings  
 SE Multifamily REIT Holdings  
 SE Myrtles at Olde Towne  
 SE Oak Mill I  
 SE Oak Mill I Holdings  
 SE Oak Mill I Owner  
 SE Oak Mill I REIT  
 SE Oak Mill II  
 SE Oak Mill II Holdings  
 SE Oak Mill II Owner  
 SE Oak Mill II REIT  
 SE Quail Landing  
 SE River Walk  
 SE SM  
 SE Stoney Ridge  
 SE Stoney Ridge Holdings  
 SE Stoney Ridge I  
 SE Stoney Ridge II  
 SE Stoney Ridge REIT  
 SE Victoria Park  
 Sevilla Residential Partners  
 SFH1  
 SFR WLIF  
 SFR WLIF I  
 SFR WLIF II

SFR WLIF III	Valhalla CLO
SFR WLIF Manager	VB GP
SFR WLIF Series I	VB Holding
SFR WLIF Series II	VB One
SFR WLIF Series III	VB OP Holdings
SH Castle BioSciences	VBAnnex C GP
Small Cap Equity Sub	VBAnnex C Ohio
Socially Responsible Equity Sub	VBAnnex C, LP
SOF Brandywine I Owner	VineBrook Annex B
SOF Brandywine II Owner	VineBrook Annex I
SOF-X GS Owner	VineBrook Homes Merger Sub
Southfork Cayman Holdings	VineBrook Homes Merger Sub II
Southfork CLO	VineBrook Homes OP GP
Southpoint Reserve at Stoney Creek	VineBrook Homes Operating Partnership
Specialty Financial Products Designated Activity Company	VineBrook Homes Trust
Specialty Financial Products Limited	VineBrook Partners I
Spiritus Life	VineBrook Partners II
SSB Assets	VineBrook Properties
Starck	Wake LV Holdings
Stonebridge-Highland Healthcare Private Equity Fund	Wake LV Holdings II
Strand Advisors	Walter Holdco
Strand Advisors III	Walter Holdco GP
Strand Advisors IV	Walter Holdco I
Strand Advisors IX	Warhol
Strand Advisors V	Westchester CLO
Strand Advisors XIII	Wright
Strand Advisors XVI	Yellow Metal Merchants
Stratford CLO	
Summers Landing Apartment Investors	
The Dondero Insurance Rabbi Trust	
The Dugaboy Investment Trust	
The Get Good Non-Exempt Trust No. 1	
The Get Good Non-Exempt Trust No. 2	
The Get Good Trust	
The Ohio State Life Insurance Company	
The Okada Family Foundation	
The Okada Insurance Rabbi Trust	
The SLHC Trust	
Thread 55	
Tihany	
Tranquility Lake Apartments Investors	
Tuscany Acquisition	
Uptown at Cityplace Condominium Association	
US Gaming	
US Gaming OpCo	
US Gaming SPV	

**EXHIBIT B**

**Listing of Parties-in-Interest Noted for Court Disclosure**

**Relationships in Matters Related to These Proceedings**

None

**Relationships in Unrelated Matters**

**Debtors**

Highland Capital Management

**Affiliated Parties**

Highland CDO Opportunity Fund GP

Highland Crusader Fund

Highland Select Equity Master Fund

Pershing

**Other Parties**

Concord Management

**Taxing and Other Significant Governmental Authorities**

California Franchise Tax Board

Internal Revenue Service

Los Angeles County Tax Collector

**Banks and Secured Parties**

BBVA

KeyBank National Association

**Official Creditors' Committee Members**

UBS Securities

**Official Creditors' Committee Members' Attorneys**

Blank Rome

Jenner & Block

Latham Watkins

Morrison Cohen

Richards Layton & Finger

Winstead

**Official Creditors' Committee Attorneys**

Sidley Austin

Young Conaway Stargatt & Taylor

**Top Unsecured Creditors**

Andrews Kurth

Bates White

Boies, Schiller & Flexner

Connolly Gallagher

Debevoise & Plimpton

DLA Piper (US)

Duff & Phelps

Foley Gardere

Lackey Hershman

McKool Smith

Patrick Daugherty

Reid Collins & Tsai

**Debtor's Ordinary Course Professionals**

Bell Nunnally

Deloitte

Kim & Chang

PricewaterhouseCoopers

Willkie Farr & Gallagher

Wilmer Hale

**Parties Who have Filed Notices of Appearance**

Patrick Daugherty

Pension Benefit Guaranty Corporation

Ashby & Geddes

California Public Employees

Jackson Walker

Nixon Peabody

Schulte Roth & Zabel

**Active Entities**

Allenby

Highland Capital Management

Highland Capital Management

Highland CDO Opportunity Fund

Highland CDO Opportunity Fund GP

Highland Credit Strategies Fund

Highland Credit Strategies Master Fund

Highland Select Equity Master Fund

NexPoint Credit Strategies Fund